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**UNITED STATES DISTRICT COURT**  
**SOUTHERN DISTRICT OF CALIFORNIA**

PERFECT 10, INC., a California  
corporation,

Plaintiff,

v.

RAPIDSHARE A.G., a corporation,  
CHRISTIAN SCHMID; BOBBY CHANG;  
and DOES 1 through 100, inclusive,

Defendants.

CASE NO. 09 CV 2596 H (WMC)

**DEFENDANT RAPIDSHARE'S NOTICE OF  
MOTION AND MOTION FOR PROTECTIVE  
ORDER TO ALLOW PARTIES TO  
DESIGNATE CERTAIN MATERIALS AS  
"CONFIDENTIAL" AND "CONFIDENTIAL -  
TRIAL COUNSEL'S EYES ONLY"**

[Filed concurrently with Memorandum; Declaration  
of L. Chang; and Proposed Protective Order]

DATE: TBA  
TIME: TBA  
CTRM: C  
JUDGE: Hon. William McCurine, Jr.

DATE FILED: November 18, 2009  
TRIAL DATE: None Set

**TO ALL PARTIES:**

PLEASE TAKE NOTICE that, on a date to be scheduled for either a hearing or a status conference, defendant RapidShare A.G. ("RapidShare") will and hereby moves for the entry of a protective order as set forth in Exhibit 1 to the proposed order. Specifically, RapidShare requests that the Magistrate Judge permit the entry of a protective order that to allow parties to designate certain materials as "CONFIDENTIAL" and "CONFIDENTIAL - TRIAL COUNSEL'S EYES ONLY" ("TCO") to protect highly sensitive proprietary information and trade secrets that may be required to be disclosed either through discovery or in Court filings. The TCO designation permits access to outside trial counsel only, and is contemplated for use in very limited situations.

As set forth in the Declaration of Lori Chang, filed concurrently herewith, the parties have extensively met-and-conferred via telephone conference and correspondence on the issue of a protective order. Perfect 10, Inc. ("P10") agrees that there is a need for confidentiality, but disputes as to the TCO designation as set forth in the proposed protective order.

This Motion is based upon this Notice of Motion and Motion, the accompanying Memorandum of Points and Authorities, the Declaration of Lori Chang, and all Exhibits thereto submitted concurrently with this Motion and Memorandum, the Magistrate Judge's prior orders, the pleadings on file in this matter, and any arguments made at the hearing on this Motion.

DATED: May 24, 2010

Greenberg Traurig, LLP

By: /s/Lori Chang

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